

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Rotary Drilling Tools USA, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 20-4665265

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

9022 Vincik Ehlert Road
Beasley, TX 77417

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Fort Bend
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Rotary Drilling Tools USA, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3312**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Rotary Drilling Tools USA, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☒ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Rotary Drilling Tools USA, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 6, 2016**

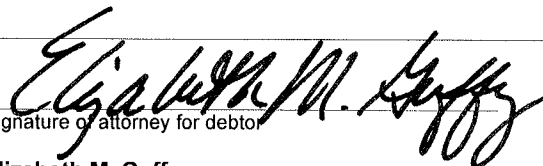
MM / DD / YYYY

X 

Signature of authorized representative of debtor

Bryan M. Gaston

Printed name

Title **Chief Restructuring Officer****18. Signature of attorney**X 

Signature of attorney for debtor

Date **July 6, 2016**

MM / DD / YYYY

Elizabeth M. Guffy

Printed name

Locke Lord LLP

Firm name

600 Travis Street, Suite 2800**Houston, TX 77002**

Number, Street, City, State & ZIP Code

Contact phone **713-226-1200**

Email address

eguffy@lockelord.com**Texas 08592525**

Bar number and State

Debtor **Rotary Drilling Tools USA, LLC**
 Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor **Pipe Coatings International LLC**

Relationship to you

Affiliate

District **Southern District of Texas**

When

Case number, if known

Debtor **Rotary Drilling Holdings IV, LLC**

Relationship to you

Affiliate

District **Southern District of Texas**

When

Case number, if known

Debtor **Tubular Repair, LLC**

Relationship to you

Affiliate

District **Southern District of Texas**

When

Case number, if known

**United States Bankruptcy Court
Southern District of Texas**

In re Rotary Drilling Tools USA, LLC

Debtor(s)

Case No.
Chapter11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Greg Harris 13120 Morgan Lane Needville, TX 77461	A & B	2,250	shares
RDT Intermediate Holdco, LLC 5757 Woodway, Ste. 176 Houston, TX 77057	A & B	72,617	shares
RDT Intermediate Holdco, LLC 5757 Woodway, Ste. 176 Houston, TX 77057	D	40,000	shares
Sealy Morris 273 Sugarberry Circle Houston, TX 77024	A & B	12,883	shares
Thein H. Aung 16519 Canterra Circle Houston, TX 77095	A & B	2,250	shares

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Restructuring Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date July 6, 2016

Signature


Bryan M. Gaston

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

RDT INTERMEDIATE HOLDCO LLC
(Rotary Drilling Tools USA, LLC)

June 30, 2016

RDT Holdco LLC, a Delaware limited liability company ("RDT Holdco"), does hereby certify the following:

1. RDT Holco is the duly appointed Managing Member of RDT Intermediate Holdco LLC, a Delaware limited liability company ("Intermediate Holdco").
2. Intermediate Holdco is the Managing Member of Rotary Drilling Tools USA, LLC, a Texas limited liability company ("RDT USA").
3. Attached hereto as Exhibit A is a true, correct, and complete copy of resolutions duly adopted by Intermediate Holdco, as RDT USA's Managing Member, acting pursuant to RDT USA's operating agreement.
4. The resolutions attached as Exhibit A are not inconsistent with RDT USA's operating agreement.
5. The resolutions attached as Exhibit A have not been amended, modified, repealed, or rescinded since they were adopted, and they remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of June 30, 2016:

RDT HOLDCO LLC

By: Bruce Ross
Name: Bruce Ross
Title: Manager

EXHIBIT A

Please see attached.

**RESOLUTION OF THE MANAGING MEMBER OF
ROTARY DRILLING TOOLS USA, LLC**

Effective as of June 30, 2016

WHEREAS, RDT Intermediate Holdco LLC, a Delaware limited liability company (“Intermediate Holdco”), as the Managing Member of Rotary Drilling Tools USA, LLC, a Texas limited liability company (“RDT USA”), has evaluated the assets, liabilities and operating performance of RDT USA and its wholly owned subsidiaries Tubular Repair, LLC, an Oklahoma limited liability company (“Tubular”), Rotary Drilling Holdings IV, LLC, a Delaware limited liability company (“Holdings IV”), and Pipe Coatings International, LLC, a Texas limited liability company (“Pipe Coatings,” and together with Tubular and Holdings IV, the “Subsidiaries”) (together RDT USA and the Subsidiaries are the “Company”), and has commenced negotiations with the Company’s creditors concerning the Company’s balance sheet and obligations;

WHEREAS, various of the Company’s creditors have asserted claims against the Company including without limitation by asserting breach of potential termination of critical contracts;

WHEREAS, if the Company’s creditors continue to further exercise their rights and remedies, the Company’s ability to continue operating could be compromised, with a risk of substantial loss of value for the Company and all of its stakeholders;

WHEREAS, the Company has identified potential financial and strategic partners (“Potential Partners”) that have expressed interest in entering into arrangements with the Company that would potentially serve as the basis for restructuring;

WHEREAS, Intermediate Holdco has decided it is in the best interest of each of RDT USA, Tubular, Holdings IV and Pipe Coatings to file for Chapter 11 bankruptcy protection in order to preserve their assets and value to permit the Company to continue negotiations with its creditors and Potential Partners;

NOW, THEREFORE, BE IT

RESOLVED, that in the judgment of Intermediate Holdco as the Managing Member of RDT USA, and in order to preserve the going concern value of the Company, it is in the best interests of each of RDT USA, Tubular, Holdings IV and Pipe Coatings to file voluntary petitions for relief pursuant to Chapter 11 of the Title 11 of the United States Code (a “Bankruptcy Petition”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”);

RESOLVED, that Bryan M. Gaston, Chief Restructuring Officer, is authorized on behalf of RDT USA to file a Bankruptcy Petition on behalf of RDT USA in the Bankruptcy Court, to retain counsel in Texas or in such other jurisdiction as may be necessary to effectuate the bankruptcy filing, to retain other professionals as RDT USA may need in connection with its bankruptcy case, and to prepare and file such other petitions, schedules, motions, plans and other documents as are necessary to bring RDT USA’s Chapter 11 proceeding to a conclusion;

RESOLVED, that RDT USA is directed as sole member of each of the Subsidiaries to take action as may be necessary to cause each of the Subsidiaries to file a Bankruptcy Petition in the Bankruptcy Court, to retain counsel in Texas or in such other jurisdiction as may be necessary to effectuate its bankruptcy filing, to retain other professionals as each of the Subsidiaries may need in connection with its bankruptcy case, and to prepare and file such other petitions, schedules, motions, plans and other documents as are necessary to bring its Chapter 11 proceeding to a conclusion;

RESOLVED, that in addition to the specific authorizations heretofore conferred upon Bryan M. Gaston, Chief Restructuring Officer, such person and each of his designees and delegates be, and hereby is, authorized and empowered, in the name of and on behalf of RDT USA, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such person's judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein, including, without limitation, the execution and delivery of such resolutions and written consents as may be necessary to authorize the sole member and sole manager of each of Tubular and Holdings IV, and the sole member of each of Pipe Coatings to file a Bankruptcy Petition on behalf of RDT USA, Tubular, Holdings IV and Pipe Coatings in the Bankruptcy Court, to retain counsel in Texas or in such other jurisdiction as may be necessary to effectuate the bankruptcy filing, to retain other professionals as RDT USA, Tubular, Holdings IV and Pipe Coatings, as applicable, may need in connection with its bankruptcy case, and to prepare and file such other petitions, schedules, motions, plans and other documents as are necessary to bring RDT USA's, Tubular's, Holdings IV's and Pipe Coatings' Chapter 11 proceeding, as applicable, to a conclusion, in such form as the person executing and delivering the same may in his or their sole and absolute discretion approve, such approval to be conclusively evidenced by his or their execution and delivery thereof; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of RDT USA, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of RDT USA with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Managing Member.

[Remainder of Page Intentionally Blank; Signature Page Follows]

RDT INTERMEDIATE HOLDCO LLC, as
Managing Member of Rotary Drilling Tools USA,
LLC

By: RDT Holdco LLC, its managing member

By:  _____

Name: Bruce Ross

Title: Manager